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December 9, 1999

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Amendment Between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC

Docket No. 99-00909

Dear David:

Enclosed please find an original and thirteen (13) copies of a Petition of NEXTLINK Tennessee, Inc. For Leave to Intervene in the above-referenced docket. Also attached is our check in the amount of \$25.00 and a proposed Order. Copies have been served on all parties of record.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

Henry
Henry Walker

HW/sja
Enclosures

*Paid \$25.00
CK# 522074*

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

REC'D TN
REGULATORY AUTH.

99 DEC 9 PM 12 5

IN RE: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Amendment Between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC

Docket No. 99-00909

PETITION OF NEXTLINK, TENNESSEE, INC.

On November 24, 1999 Memphis Networkx, LLC filed an application to operate as a competitive local exchange carrier for a certificate of public convenience and necessity to provide intrastate telecommunication services.

NEXTLINK Tennessee, Inc. ("NEXTLINK"), a certified, competitive provider of local telephone service, petitions to intervene, pursuant to T.C.A. § 4-5-310, in such proceeding. As a holder of such certificate, NEXTLINK has legal rights, duties, privileges, immunities and other legal interests that will be affected by and determined in the above-captioned proceeding. NEXTLINK is particularly concerned about the issues of cost-allocation, cross-subsidies, and the use, if any, by the petitioner of fiber optic lines provided by NEXTLINK to Memphis Light, Gas and Water under the parties' pole attachment agreement. Allowing this intervention is in the interests of justice and will not impair the orderly and prompt conduct of these proceedings. NEXTLINK, therefore, seeks to intervene and participate as its interests may appear.

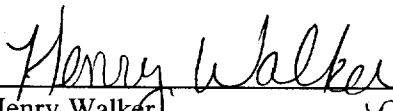
NEXTLINK requests the Tennessee Regulatory Authority to grant its intervention petition, to participate in this proceeding with all attendant rights and responsibilities, to receive

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copies of any notices, or orders, or any other dockets filed herein, and to have such other, further and general relief as the justice of its causes may entitle it to receive.

A proposed order is attached for the consideration of the Authority.

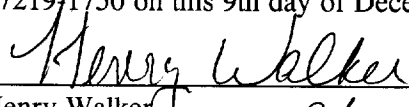
Respectfully submitted,


Henry Walker *WZ*
BOULT, CUMMINGS, CONNERS & BERRY, PLC
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, TN 37219

Counsel for NEXTLINK Tennessee, Inc.

CERTIFICATE OF SERVICE

I hereby certify that a true and exact copy of the foregoing has been forwarded, via U.S. Mail, postage prepaid, to D. Billye Sanders, Waller Lansden Dortch & Davis, PLLC, 511 Union Street, Suite 2100, Nashville, Tennessee 37219-8966 and John Knox Walkup, Wyatt, Tarrant & Combs, 511 Union Street, Suite 1500, Nashville, Tennessee 37219-1750 on this 9th day of December, 1999.


Henry Walker *WZ*

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In re: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Amendment Between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC

Docket No. 99-00909

**ORDER GRANTING PETITION TO INTERVENE
OF NEXTLINK TENNESSEE, INC.**

Upon the petition of NEXTLINK Tennessee, Inc. ("NEXTLINK") to intervene pursuant to T.C.A. § 4-5-310 in the above-captioned proceeding, the Authority finds that NEXTLINK has a legally recognizable interest in the outcome of the proceeding and that granting the petition will not impair the interests of justice or the prompt and orderly conduct of the proceeding. The petition to intervene is therefore granted.

It is so ORDERED.

CHAIRMAN

DIRECTOR

DIRECTOR

ATTEST:

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